

BUSINESS LAW SECTION

CORPORATIONS COMMITTEE

COMMITTEE MEETING AGENDA FOR DECEMBER 1, 2000

**Los Angeles
Friday, December 1, 2000
9:30 a.m.**

I ADMINISTRATIVE MATTERS

1. Opening remarks and announcements: Lucas/Stansell
2. Approval of Minutes of November 3, 2000 Meeting: Pike

II. LIAISONS' REPORT AND DISCUSSION

3. Securities and Exchange Commission: Tyson
4. NASD: Harasym
5. Department of Corporations: Thompson
6. BLS Executive Committee: Hoxie
7. Liaisons to Other Committees: Cyberspace Law (Piazza); Corporate Law Departments (Lyon); Partnerships & LLCs (Crandall); UCC (Dyer)

III. PENDING LEGISLATION/AFFIRMATIVE LEGISLATIVE PROPOSALS

8. Corporate Name Change Without Shareholder Approval: Hamburger/Walther
9. 25102(f) "Reasonable Belief" Proposal: Fitzpatrick
10. Corporate Conversions: Stansell
11. 25102(o) Notice Filing: Graeser
12. Report of Legislative Liaison: Pike

IV. POTENTIAL AFFIRMATIVE LEGISLATIVE PROPOSALS

13. Section 203 Shareholders' Agreement: Wertlieb
14. Section 710 Sunset on Supermajority Approvals: Pike/Farman

15. *Greenfield* Case (Liability to Non-Seller): Lyon/Carpenter

16. Technical Corrections: Fitzpatrick

(a) 25103(h) Dissenters' Rights

(b) 301.5 "National Association Quotation System"

(c) 25102(e)(12) "Articles of Incorporation"

17. Share Repurchases Under Sections 500, 408: Crandall

V. WEB SITE PROJECTS

18. Web Site Update: Caplan

19. Posting of law firm communications/advisories to clients: Lyon

VI. OTHER PROJECTS

20. Opinion Task Force: Crandall/Tonsfeldt/Lucas

21. Educational Activities: Walther

22. Posting of Releases and Interpretive Opinions on Department of Corporations Web site: Bishop

23. Secretary of State Fax and Electronic Filings: Dravis

24. Franchise Tax Board Expedited Tax Clearance: Dravis

25. Proposed Department of Corporations Rule to exempt certain general partners of venture capital funds from investment advisor registration: Farman/Graeser

26. *Guide to Organizing a California Corporation*: Lyon/Cheatham/Stansell

27. Business Law News articles:

(a) Encryption: Martin

(b) Electronic Signatures: Piazza

(c) Recent Legislation: Walther

28. Continued Allocation of New Pprojects

VII. PRACTICE ISSUES/NEW BUSINESS

29. California Insider Trading Law: Bishop

30. Availability of 25102(o) if notice not filed for first grant: Graeser

